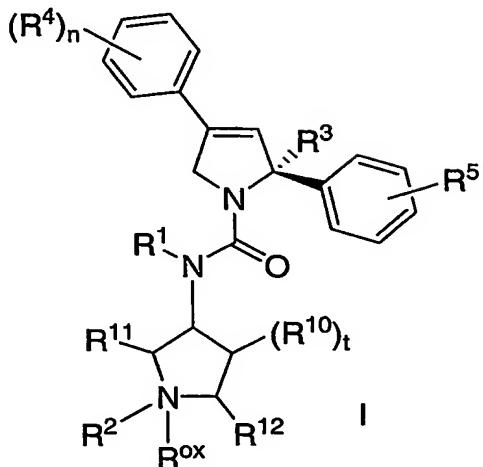


WHAT IS CLAIMED IS:

1. A compound of Formula I:



5 or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

a is 0 or 1;

b is 0 or 1;

10 m is 0, 1, or 2;

n is 0, 1, 2 or 3;

r is 0 or 1;

s is 0 or 1;

t is 0, 1 or 2;

15

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

- 20 1) hydrogen;
- 2) C₁-C₁₀ alkyl;
- 3) C₁-C₁₀ alkyl-O-R^d,
- 4) C₂-C₁₀ alkenyl-O-R^d,
- 5) C₂-C₁₀ alkynyl-O-R^d,
- 25 6) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-O-R^d,

- 7) $C_1\text{-}C_{10}$ alkyl- $(C=O)_bNR^cR^c$,
- 8) $C_2\text{-}C_{10}$ alkenyl- $(C=O)_bNR^cR^c$,
- 9) $C_2\text{-}C_{10}$ alkynyl- $(C=O)_bNR^cR^c$,
- 10) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl- $(C=O)_bNR^cR^c$,
- 5 11) $C_1\text{-}C_{10}$ alkyl- $S(O)_mR^d$,
- 12) $C_2\text{-}C_{10}$ alkenyl- $S(O)_mR^d$,
- 13) $C_2\text{-}C_{10}$ alkynyl- $S(O)_mR^d$,
- 14) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl- $S(O)_mR^d$,

10 said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6 ;

R^4 is independently selected from:

- 1) $(C=O)_aObC_1\text{-}C_{10}$ alkyl,
- 2) $(C=O)_aObaryl$,
- 15 3) CO_2H ,
- 4) halo,
- 5) CN,
- 6) OH,
- 7) $ObC_1\text{-}C_6$ perfluoroalkyl,
- 20 8) $O_a(C=O)_bNR^8R^9$,
- 9) $S(O)_mR^a$,
- 10) $S(O)_2NR^8R^9$,

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R^5 is selected from:

- 1) hydrogen;
- 2) $(C=O)_aObC_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)_aObaryl$,
- 30 4) CO_2H ,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) $ObC_1\text{-}C_6$ perfluoroalkyl,
- 35 9) $O_a(C=O)_bNR^8R^9$,

10) $S(O)_mR^a$,
 11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

5

R⁶ is independently selected from:

1) $(C=O)_aObC_1-C_{10}$ alkyl,
 2) $(C=O)_aOb$ aryl,
 3) C_2-C_{10} alkenyl,
 10) 4) C_2-C_{10} alkynyl,
 5) $(C=O)_aOb$ heterocyclyl,
 6) CO_2H ,
 7) halo,
 8) CN,
 15) 9) OH,
 10) ObC_1-C_6 perfluoroalkyl,
 11) $O_a(C=O)_bNR^8R^9$,
 12) $S(O)_mR^a$,
 13) $S(O)_2NR^8R^9$,
 20) 14) oxo,
 15) CHO,
 16) $(N=O)R^8R^9$, or
 17) $(C=O)_aObC_3-C_8$ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁷ is selected from:

1) $(C=O)_rOs(C_1-C_{10})alkyl$,
 2) $O_r(C_1-C_3)perfluoroalkyl$,
 30) 3) oxo,
 4) OH,
 5) halo,
 6) CN,
 7) $(C_2-C_{10})alkenyl$,
 35) 8) $(C_2-C_{10})alkynyl$,

- 9) $(C=O)_rOs(C_3-C_6)cycloalkyl$,
- 10) $(C=O)_rOs(C_0-C_6)alkylene-aryl$,
- 11) $(C=O)_rOs(C_0-C_6)alkylene-heterocycl$,
- 12) $(C=O)_rOs(C_0-C_6)alkylene-N(R^b)_2$,
- 5 13) $C(O)R^a$,
- 14) $(C_0-C_6)alkylene-CO_2R^a$,
- 15) $C(O)H$,
- 16) $(C_0-C_6)alkylene-CO_2H$, and
- 17) $C(O)N(R^b)_2$,
- 10 18) $S(O)_mR^a$, and
- 19) $S(O)_2N(R^b)_2$;

15 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocycl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6) alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

15

R^8 and R^9 are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 20 4) $(C=O)O_baryl$,
- 5) $(C=O)O_bheterocycl$,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 25 9) C_2-C_{10} alkynyl,
- 10) heterocycl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

30 said alkyl, cycloalkyl, aryl, heterocycl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 , or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle

35 optionally substituted with one, two or three substituents selected from R^7 ;

R¹⁰ is selected from: F and -CH₂F;

R¹¹ and R¹² are independently selected from: H and -CH₂F;

5

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

10

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eRe' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

15 R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eRe', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

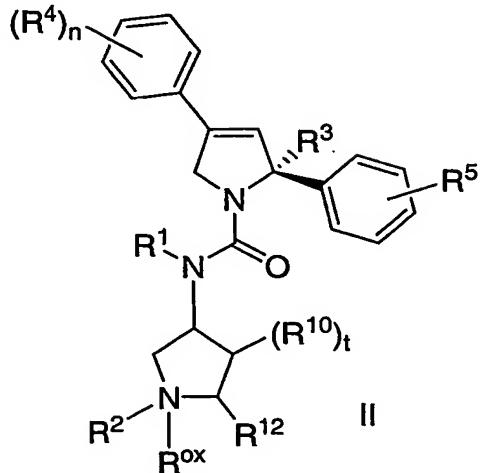
20 R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

25 R^d is selected from: H, (C₁-C₆)alkyl, -(C₂-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;;

30 R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

35 R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

2. The compound according to Claim 1 of Formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof,

5

wherein:

a is 0 or 1;

b is 0 or 1;

10 m is 0, 1, or 2;

n is 0, 1, 2 or 3;

r is 0 or 1;

s is 0 or 1;

t is 0 or 1;

15

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

20

- 1) hydrogen;
- 2) C₁-C₁₀ alkyl;
- 3) C₁-C₁₀ alkyl-O-R^d,
- 4) C₂-C₁₀ alkenyl-O-R^d,
- 5) C₂-C₁₀ alkynyl-O-R^d,

- 6) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-O-R^d,
- 7) $C_1\text{-}C_{10}$ alkyl-(C=O)_b-NR^cRC',
- 8) $C_2\text{-}C_{10}$ alkenyl-(C=O)_bNR^cRC',
- 9) $C_2\text{-}C_{10}$ alkynyl-(C=O)_bNR^cRC',
- 5 10) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-(C=O)_bNR^cRC',
- 11) $C_1\text{-}C_{10}$ alkyl-S(O)_m-R^d,
- 12) $C_2\text{-}C_{10}$ alkenyl-S(O)_m-R^d,
- 13) $C_2\text{-}C_{10}$ alkynyl-S(O)_m-R^d,
- 14) $(C_1\text{-}C_6\text{-alkylene})_n C_3\text{-}C_8$ cycloalkyl-S(O)_m-R^d,

10 said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R⁶;

R⁴ is independently selected from:

- 1) $(C=O)_a O_b C_1\text{-}C_{10}$ alkyl,
- 2) $(C=O)_a O_b$ aryl,
- 3) CO₂H,
- 4) halo,
- 5) CN,
- 6) OH,
- 20 7) O_bC₁-C₆ perfluoroalkyl,
- 8) O_a(C=O)_bNR⁸R⁹,
- 9) S(O)_mR^a,
- 10) S(O)₂NR⁸R⁹,

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 1) hydrogen;
- 2) $(C=O)_a O_b C_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)_a O_b$ aryl,
- 30 4) CO₂H,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) O_bC₁-C₆ perfluoroalkyl,
- 35 9) O_a(C=O)_bNR⁸R⁹,

- 10) $S(O)_mR^a$,
- 11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

5

R⁶ is independently selected from:

- 1) $(C=O)_aObC_1-C_{10}$ alkyl,
- 2) $(C=O)_aOb$ aryl,
- 3) C_2-C_{10} alkenyl,
- 10) 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_aOb$ heterocyclyl,
- 6) CO_2H ,
- 7) halo,
- 8) CN,
- 15) 9) OH,
- 10) ObC_1-C_6 perfluoroalkyl,
- 11) $O_a(C=O)_bNR^8R^9$,
- 12) $S(O)_mR^a$,
- 13) $S(O)_2NR^8R^9$,
- 20) 14) oxo,
- 15) CHO,
- 16) $(N=O)R^8R^9$, or
- 17) $(C=O)_aObC_3-C_8$ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁷ is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})alkyl$,
- 2) $O_r(C_1-C_3)perfluoroalkyl$,
- 3) oxo,
- 30) 4) OH,
- 5) halo,
- 6) CN,
- 7) $(C_2-C_{10})alkenyl$,
- 8) $(C_2-C_{10})alkynyl$,
- 35) 9) $(C=O)_rOs(C_3-C_6)cycloalkyl$,

- 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
- 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
- 12) $(C=O)_rO_s(C_0-C_6)$ alkylene-N(R^b)₂,
- 13) $C(O)R^a$,
- 5 14) (C_0-C_6) alkylene-CO₂R^a,
- 15) $C(O)H$,
- 16) (C_0-C_6) alkylene-CO₂H, and
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$, and
- 10 19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6) alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

15 R⁸ and R⁹ are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 20 5) $(C=O)O_b$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 25 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO₂R^a, and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or 30 three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle 35 optionally substituted with one, two or three substituents selected from R⁷;

R¹⁰ is selected from: F and -CH₂F;

R¹² is selected from: H and -CH₂F, provided that when t is 1, R¹² is H;

5

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

10

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eRe' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

15

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eRe', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

20

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^d is selected from: H, (C₁-C₆)alkyl, -(C₂-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;

25

R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or

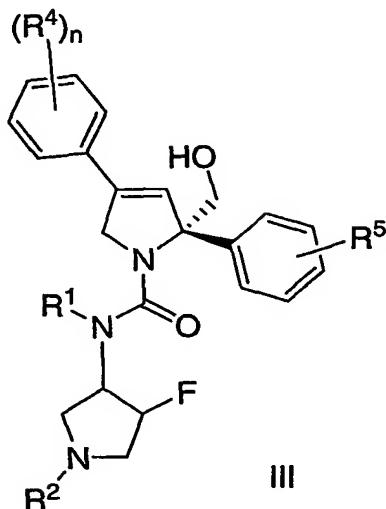
bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

30

R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

35

3. The compound according to Claim 2 of Formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof,

5 wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- 10 n is 0, 1 or 2;
- r is 0 or 1;
- s is 0 or 1;

15 R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 2) OH,
- 20 3) O_bC₁-C₆ perfluoroalkyl,

R⁵ is selected from:

- 1) hydrogen,
- 2) halo,

- 3) OH,
- 4) $O_bC_1-C_6$ perfluoroalkyl,

R^7 is selected from:

- 5 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) $O_r(C_1-C_3)$ perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 10 6) CN,
- 7) (C_2-C_{10}) alkenyl,
- 8) (C_2-C_{10}) alkynyl,
- 9) $(C=O)_rO_s(C_3-C_6)$ cycloalkyl,
- 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
- 15 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
- 12) $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
- 13) $C(O)R^a$,
- 14) (C_0-C_6) alkylene- CO_2R^a ,
- 15) $C(O)H$,
- 20 16) (C_0-C_6) alkylene- CO_2H , and
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$, and
- 19) $S(O)_2N(R^b)_2$;

25 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6) alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

- 30 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 35 7) aryl,

- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 5 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

10 R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

15 R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^e' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

20 R^c and R^c' are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^e', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

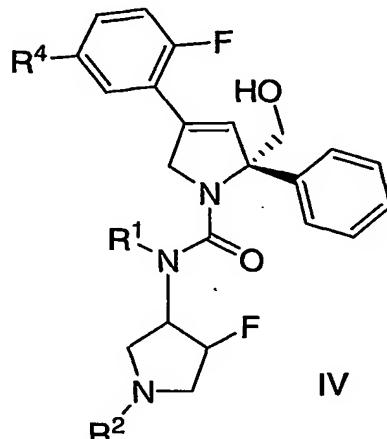
25 R^c and R^c' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

30 R^e and R^e' are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

35 R^e and R^e' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen,

one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

4. The compound according to Claim 3 of the formula IV:



5

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

10 b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

15 R¹ and R² are independently selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

20 1) halo,

2) OH,

3) O_bC₁-C₆ perfluoroalkyl,

R⁷ is selected from:

25 1) (C=O)_rOs(C₁-C₁₀)alkyl,

2) O_r(C₁-C₃)perfluoroalkyl,

- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 5 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)₁O₈(C₃-C₆)cycloalkyl,
- 10) (C=O)₁O₈(C₀-C₆)alkylene-aryl,
- 11) (C=O)₁O₈(C₀-C₆)alkylene-heterocyclyl,
- 10 12) (C=O)₁O₈(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 15 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂N(R^b)₂;

20 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 25 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 30 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 35 12) SO₂R^a, and

13) $(C=O)NR^{b_2}$,

said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

5 R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

10 R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocycl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocycl, (C=O)NReRe' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

15 R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocycl, (C=O)NReRe', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

20 R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

25 R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

30 R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

35 5. A compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

5 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

10 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

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(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

20 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

25

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

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7. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment.

35 8. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment, wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

9. A method of using the compound according to Claim 1 for the preparation of a medicament useful for modulating mitotic spindle formation in a mammal in need of such treatment.